

Jeff P. Prostok
State Bar No. 16352500
Lynda L. Lankford
State Bar No. 11935020
Dylan T.F. Ross
State Bar No. 24104435
FORSHEY & PROSTOK, L.L.P.
777 Main Street, Suite 1550
Fort Worth, Texas 76102
Phone: (817) 877-8855
Fax: (817) 877-4151
jprostok@forsheyprostok.com
llankford@forsheyprostok.com
dross@forsheyprostok.com

ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	Chapter 11
	§	
NGV GLOBAL GROUP, INC., <i>et al.</i> , ¹	§	Case No. 22-42780-MXM-11
	§	
Debtors.	§	(Jointly Administered)
	§	
	§	

**DEBTORS' MOTION PURSUANT TO FED. R. BANKR. P. 4001(d)
FOR ENTRY OF ORDER AUTHORIZING ADEQUATE PROTECTION
PAYMENTS TO FIRSTCAPITAL BANK OF TEXAS N.A.**

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 501 WEST 10TH STREET, ROOM 147, FORT WORTH, TEXAS 76102-3643 BEFORE CLOSE OF BUSINESS ON APRIL 5, 2023, WHICH IS AT LEAST FOURTEEN (14) DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED, A HEARING MAY BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON SUCH MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: NGV Global Group, Inc. (9723), Natural Gas Vehicles Texas, Inc. (8676), Natural Gas Supply, LLC (4584) and Natural Gas Logistics Inc. (5403).

**MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED
ACTION MAY BE TAKEN.**

TO THE HONORABLE MARK X. MULLIN, UNITED STATES BANKRUPTCY JUDGE:

NGV Global Group, Inc. ("NGV Global"), Natural Gas Vehicles Texas, Inc. ("NGV Texas"), Natural Gas Supply, LLC ("NGS"), and Natural Gas Logistics Inc. ("NGL", and collectively with NGV Global, NGV Texas, and NGS, the "Debtors"), as debtors and debtors-in-possession, files this Motion for entry of an order authorizing the Debtors to make adequate protection payments to FirstCapital Bank of Texas, N.A. (the "Motion") and, in support thereof, respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

A. Procedural Background

2. On November 17, 2022 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

3. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or committee has been appointed in these cases.

4. On November 22, 2022, the Court entered its *Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure Directing Joint Administration of Chapter 11 Cases* [Docket No. 28] requiring all orders, pleadings, papers, and documents to be filed in the NGV Global chapter 11 case and establishing case no. 22-42780-11-mxm as the lead case in these matters.

B. Secured Claims of FirstCapital Bank²

5. NGV Texas is obligated to FirstCapital Bank of Texas, N.A. ("FCB" or the "Bank") pursuant to that certain Promissory Note dated June 21, 2019 in the original principal amount of \$5,500,000 (as renewed, modified, amended or extended, the "First FCB Note"). The obligations under the First FCB Note are secured by a blanket lien in all assets of NGV Texas as provided by that certain Security Agreement between FCB and NGV Texas dated June 21, 2019. The First FCB Note is guaranteed by NGS pursuant to a Guaranty Agreement, which is secured by certain NGS inventory pursuant to a Security Agreement between FCB and NGS. As of the Petition Date, NGV Texas was indebted to FCB pursuant to the First FCB Note in the approximate amount of \$884,024.

6. NGS is obligated to FCB pursuant to that certain Promissory Note dated February 5, 2020 in the original principal amount of \$1,000,000 (as renewed, modified, amended or extended, the "Second FCB Note"). The obligations under the Second FCB Note are secured by a lien interest in certain equipment of NGV Texas as provided by that certain Security Agreement between FCB and NGS dated February 21, 2020. The Second FCB Note is guaranteed by NGV Texas pursuant to a Guaranty Agreement dated February 21, 2020. As of the Petition Date, NGS Texas was indebted to FCB pursuant to the Second FCB Note in the approximate amount of \$522,000.

7. NGS is obligated to FCB pursuant to that certain Promissory Note dated May 28, 2020 in the principal amount of \$3,925,000 (as renewed, modified, amended or extended, the "Third FCB Note"). The obligations under the Third FCB Note are secured by a blanket lien in all personal property of NGS as provided by that certain Security Agreement between FCB and NGS dated May 28, 2020. NGV Global, NGV Texas and NGL are obligated to FCB as guarantors of the Third FCB Note, and other indebtedness of NGS, pursuant to separate

² The Debtors are coordinating with the Bank on the assembly of all applicable loan documents, collateral lists and claim amounts and, accordingly, the recitation of loans, collateral and claim amounts herein is subject to revision.

Guaranty Agreements, and each Guaranty Agreement is secured by blanket liens on the guarantors' personal property pursuant to a Security Agreement with FCB dated May 28, 2020. As of the Petition Date, NGS was indebted to FCB pursuant to the Third FCB Note in the approximate amount of \$2,280,821.

8. NGS is obligated to FCB pursuant to that certain Promissory Note in the original principal amount of \$1,387,752.91 (as renewed, modified, amended or extended, the "Fourth FCB Note"). As of the Petition Date, NGS was indebted to FCB pursuant to the Fourth FCB Note in the approximate amount of \$996,609.

9. NGV Global is obligated to FCB pursuant to that certain Promissory Note dated September 30, 2021, in the original principal amount of \$1,870,760 (as renewed, modified, amended or extended, the "Fifth FCB Note", and together with the First FCB Note, the Second FCB Note, the Third FCB Note, the "FCB Notes"). The obligations under the Fifth FCB Note are secured by a blanket lien in all personal property of NGV Global as provided in that certain Security Agreement between FCB and NGV Global dated September 30, 2021. As of the Petition Date, NGV Global was indebted to FCB pursuant to the Fifth FCB Note in the approximate amount of \$1,661,633.

10. As provided above and in the relevant loan documents, the FCB Notes are secured by various assets of the Debtors (the "FCB Prepetition Collateral"), including as applicable, the Debtors' cash and cash equivalents.

RELIEF REQUESTED

11. By this Motion, the Debtors seek the entry of the *Agreed Order Pursuant to Federal Rule of Bankruptcy Procedure 4001(d) Providing Adequate Protection to FirstCapital Bank of Texas, N.A.* attached hereto as **Exhibit "A"** (the "Agreed Order"), pursuant to sections 361 and 362 of the Bankruptcy Code and Rule 4001(d) of the Federal Rules of Bankruptcy Procedure, to allow for the payment of monthly adequate protection payments to FCB for the continued use of the Bank's Collateral.

12. The Agreed Order provides that the Debtors shall be authorized to provide to the Bank monthly adequate protection payments in the amount of \$15,000 (the "Adequate Protection Payment"), to be applied against the Bank's indebtedness as provided in the Agreed Order.

13. The Debtors believe that the Agreed Order is fair and in the best interests of their estates and request that it be entered by the Court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Agreed Order, attached hereto as **Exhibit "A"**, and grant such other and further relief to the Debtors as is just and proper.

Dated: March 22, 2023.

/s/ Lynda L. Lankford
Jeff P. Prostok
State Bar No. 16352500
Lynda L. Lankford
State Bar No. 11935020
Dylan T.F. Ross
State Bar No. 24104435
FORSHEY & PROSTOK, L.L.P.
777 Main Street, Suite 1550
Fort Worth, Texas 76102
Phone: (817) 877-8855
Fax: (817) 877-4151
jprostok@forsheyprostok.com
llankford@forsheyprostok.com
dross@forsheyprostok.com

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was served via ECF Electronic Notice, where available, and via first class mail on the parties listed on the attached Limited Service List on this 22nd day of March, 2023.

/s/ Lynda L. Lankford
Lynda L. Lankford

Limited Service List
NGV Global, et al.
#6321

NGV Global Group, Inc., et al.
Attn: Farroukh Zaidi, CEO
10733 Spangler Road
Dallas, TX 75220

Erin Schmidt, Trial Attorney
Office of the U.S. Trustee
1100 Commerce St., Room 976
Dallas, TX 75202

FirstCapital Bank of Texas, N.A.
5580 LBJ Freeway, Suite 100
Dallas, TX 75240

Tom McLeod Software Corp.
100 Corporate Parkway, Suite 100
Birmingham, AL 35242

Ford Motor Credit Company, LLC
PO Box 680020, MD 610
Franklin, TN 37068

Maplemark Bank
4143 Maple Ave., Suite 100
Dallas, TX 75219

Bank of DeSoto, NA
PO Box 7777
DeSoto, TX 75123

Mike Albert, Ltd.
10340 Evendale Dr.
Cincinnati, OH 45241

Simmons Bank
4625 S National Ave.
Springfield, MO 65810

Tristate Capital Bank
One Oxford Centre
301 Grant St., Suite 2700
Pittsburgh, PA 15219

Vision Financial Group, Inc.
615 Iron City Drive
Pittsburgh, PA 15205

Internal Revenue Service
Centralized Insolvency Operations
PO Box 21126
Philadelphia, PA 19114-0326

AmeriCredit Financial Services, Inc.
dba GM Finance
PO Box 183853
Arlington, TX 76096

Ford Motor Credit Company LLC
c/o National Bankruptcy Service Center
P.O. Box 62180
Colorado Springs, CO 80962-2180

NGV Global Group, Inc.
20 Largest Unsecured Creditors

Addison Group
7076 Solutions Center
Chicago, IL 60677-7000

AFCO
5600 North River Rd.
Suite 400
Rosemont, IL 60018-5187

ANGI
PO Box 516
Janesville, WI 53547-5216

Bridgestone
PO Box 730026
Dallas, TX 75373-0026

Cesar Torres
2326 West Lovers Lane
Dallas, TX 75235

Champions Pumping LLC
2351 W Northwest Hwy
Suite 3358
Dallas, TX 75220

City of Dallas
1500 Marilla 3A North
Dallas, TX 75201

Dallas Regional Chamber
500 N. Akard St., Suite 2600
Dallas, TX 75201

Little Mendelson, PC
PO Box 207137
Dallas, TX 75320-7137

Mark Conner, CPA PLLC
PO Box 2709
Coppell, TX 75019

Metropolitan Gate, Inc.
PO Box 541567
Dallas, TX 75354

Mike Albert, Ltd.
10340 Evendale Dr.
Cincinnati, OH 45241

OSI 10737 Spangler Road LLC
309 East Paces Ferry Rd. NE
Suite 59
Atlanta, GA 30305

OSI 10801 Spangler Road LLC
309 East Paces Ferry Rd. NE
Suite 59
Atlanta, GA 30305

OSI 2001 Manana Drive LLC
309 East Paces Ferry Road NE
Suite 59
Atlanta, GA 30305

Spectrum
400 Atlantic St.
Stamford, CT 06901

Sunwest Communications Inc.
4851 LBJ Freeway
Dallas, TX 75224

TEKSworx
118 South 3rd St.
Williamsburg, KY 40769

The Carbon Agency
802 N. Kealy Ave., Suite 200
Lewisville, TX 75057-3136

Verizon
One Verizon Way
Basking Ridge, NJ 07920

Natural Gas Vehicles Texas, Inc. 20 Largest Unsecured Creditors

1-800-Radiator & A/C
2626 Northhaven Road
Dallas, TX 75229

Bridgestone Americas
PO Box 730026
Dallas, TX 75247

Continental Tire
1830 MacMillian Park Dr.
Fort Mill, SC 29707

Cummins
PO Box 772642
Detroit, MI 48277-2642

Daltex Trailer Repair
3124 Partridge Ct.
Grand Prairie, TX 75052

First Capital Bank of Texas
5580 LBJ Freeway, Suite 100
Dallas, TX 75240

Fleetpride Truck and Trailer Parts
601 W Mockingbird Lane
Dallas, TX 75247

Geoff Beveridge
661 E Main St., Suite 200
Midlothian, TX 76065

HYLIION
1202 BMC Dr., Suite 100
Cedar Park, TX 78613

Marcel Pradella
2124 Dogwood Creek Ave.
Yukon, OK 73099

MI-SHER (NAPA)
1301 W Northwest Hwy
Grapevine, TX 76051

Premium Truck Group of Dallas No.
PO Box 840827
Dallas, TX 75284-0827

Recappers (V)
2360 East Grauwylar
Irving, TX 75061

Rush Truck Center
109 Cundiff Dr.
Seagoville, TX 75159

Snap On
12617 E FM917 Suite E
Alvarado, TX 76009

Southern Tire Mart
816 W Mockingbird Dr.
Dallas, TX 75247

Southwest International Truck (V)
3722 Irving Blvd.
Dallas, TX 75247

U-line
PO Box 88741
Chicago, IL 60680-1741

~~Unifirst~~
~~PO Box 650841~~
~~Dallas, TX 75265-0481~~

Valvoline
3221 East Arkansas Lane
Arlington, Texas 76010

Natural Gas Supply, LLC

20 Largest Unsecured Creditors

Comdata
5301 Mayland Way, Suite 100
Brentwood, TN 37027

Composites Adanced Technologies
(CATEC)
7441 E Orem Dr.
Houston, TX 77075

First Capital Bank of Texas
5580 LBJ Frwy, Suite 100
Dallas, TX 75240

JOG

Mike Albert, Ltd.
10340 Evendale Dr.
Cincinnati, OH 45241-2564

Natural Gas Logistics Inc.

20 Largest Unsecured Creditors

Advantage Trailer Rentals
PO Box 772320
Detroit, MI 48277

Boscus Canada Inc.
900 Avenue Selkirk
Pointe-Clair QC H9R3S3

City of Dallas Utilities Dept.
PO Box 66025
Dallas, TX 75266

Crossroads Trailer Service Inc.
226 Irby Lane
Irving, TX 75061

Crum & Foster
855 Winding Brook Dr.
Glastonbury, CT 06033

DCLI
3525 Whitehall Park Dr.
Charlotte, NC 02827

Escreen
PO Box 25902
Overland Park, KS 66225

Hartford Financial Services
PO Box 415738
Boston, MD 02241-5738

J.J. Keller
PO Box 6609
Carol Stream, IL 60197

Love's
7005 Highway 225
Deer Park, TX 77536

McKinney Trailer Rentals
PO Box 515574
Los Angeles, CA 90051

Mike Albert, Ltd.
10340 Evendale Dr.
Cincinnati, OH 45241

Mike Hendrixson
4819 Osprey Dr.
Orange Beach, AL 36561

NTTA
PO Box 660244
Dallas, TX 75266

Penske
PO Box 802577
Chicago, IL 60680

Republic Services
8101 E. Little York Rd.
Houston, TX 77016

Samba Holdings Inc.
Dept. LA 24536
Pasadena, CA 91185

Tenstreet LLC
5121 S. Wheeling Ave.
Tulsa, OK 74105

TRAC Intermodal
750 College Road East
Princeton, NJ 08540

Waste Connections Inc.
2138 Country Lane
McKinney, TX 75069

NOTICES OF APPEARANCE/PROOFS OF CLAIM

Mike Albert, Ltd.
c/o Patrick M. Lynch, Esq.
Quilling, Selander, et al.
2001 Bryan St., Suite 1800
Dallas, TX 75201

Mike Albert, Ltd.
c/o Robert G. Sanker, Esq.
Keating Muething & Klekamp PLL
One East Fourth St., Suite 1400
Cincinnati, OH 45202

FirstCapital Bank of Texas, N.A.
c/o Jared Knight, B. Hartman, C. Miller
Morgan Williamson LLP
701 S. Taylor, Suite 324
Amarillo, TX 79101

OSI 10801 Spangler, LLC, OSI 10737
Spangler, LLC, OSI 202 Mana Dr, LLC
c/o Mark Stromberg
Stromberg Stock PLLC
8350 N Central Expwy, Suite 1225
Dallas, TX 75206

Dallas County
c/o John K. Turner
Linebarger Goggan, et al.
2777 N. Stemmons Fwy, Suite 1000
Dallas, TX 75207

Bank of DeSoto, N.A.
c/o Law Office of Vicki K. McCarthy
114 South 5th Street
Midlothian, TX 76065

Mitsubishi HC Capital America, Inc.
c/o Matthew F. Kye, Esq
Kye Law Group, P.C.
201 Old Country Rd, Suite 120
Melville, NY 11747

Ford Motor Credit Company LLC
c/o Stephen G. Wilcox
Wilcox Law, PLLC
PO Box 201849
Arlington, TX 76006

MapleMark Bank
c/o Trey A. Monsour
Fox Rothschild LLP
2501 N. Hartwood St., Suite 1800
Dallas, TX 75201

DalTex Trailer Repair
c/o Mark B. French
Law Office of Mark B. French
1901 Central Dr., Suite 704
Bedford, TX 76021

Premier Truck Group of Dallas North
c/o Marilee A. Madan, Esq.
5485 Belt Line Rd., Suite 290
Dallas, TX 75254

Uline
12575 Uline Drive
Pleasant Prairie, WI 53158

Fastenal Company
Attn: Legal
2001 Theurer Blvd.
Winona, MN 55987

Bartow B Duncan III, Esq.
Arnall Golden Gregory LLP
171 17th St. NW, Suite 2100
Atlanta, GA 30363

Ford Motor Credit Company LLC
c/o National Bankruptcy Service Ctr
PO Box 62180
Colorado Springs, CO 80962.

Premier Truck Group of Dallas North
Hank Thompson, Corporate Controller
3040 Irving Blvd.
Dallas, TX 75247

Teksworx, LLC
118 S 3rd St.
Williams, KY 40769

Conlan Tire Co., LLC
12225 Stephens Rd.
Warren, MI 48089

Mi-Sher Auto Supply, Inc.
PO Box 339
Ponder, TX 76259

DalTex Trailer Repair
c/o Mark B. French
1901 Central Dr., Suite 704
Bedford, TX 76021

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

ZoMerSyd LLC
c/o Saied Nami
643 Conley Rd.
London, KY 40744

Mitsubishi HC Capital America, Inc.
c/o James W. King
Offerman & King, LLP
6420 Wellington Place
Beaumont, TX 77706

Tokyo Century (USA) Inc.
c/o Dennis A. Dressler
Dressler & Peters, LLC
70 West Hubbard St. Suite 200
Chicago, IL 60654

Cellco Partnership d/b/a Verizon
Wireless
William M Vermette
22001 Loudoun County PKWY
Ashburn, VA 20147

CRG Texas Environmental Services, Inc
2504 Avenue I
Rosenberg, TX 77471

Spectrum
1600 Dublin Road
Columbus, OH 43215-1600

Exhibit "A"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	Chapter 11
NGV GLOBAL GROUP, INC., <i>et al.</i> , ¹	§	Case No. 22-42780-MXM-11
Debtors.	§	(Jointly Administered)
	§	
	§	
	§	

**AGREED ORDER PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE
4001(d) PROVIDING ADEQUATE PROTECTION TO FIRSTCAPITAL BANK OF TEXAS, N.A.**

On this day, came on for consideration the *Debtors' Motion Pursuant to Fed. R. Bankr. P. 4001(d) for Entry of Agreed Order Providing Adequate Protection to FirstCapital Bank of Texas, N.A.* (the "Motion")² [Docket No. ____], of NGV Global Group, Inc. ("NGV Global"), Natural Gas Vehicles Texas, Inc. ("NGV Texas"), Natural Gas Supply, LLC ("NGS"), and Natural Gas Logistics Inc. ("NGL", and collectively with NGV Global, NGV Texas, and NGS, the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: NGV Global Group, Inc. (9723), Natural Gas Vehicles Texas, Inc. (8676), Natural Gas Supply, LLC (4584) and Natural Gas Logistics Inc. (5403).

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Motion.

“Debtors”), as debtors and debtors-in-possession, seeking entry of this Agreed Order to authorize adequate protection payments to be made to FirstCapital Bank of Texas, N.A. (“FCB” or the “Bank”) pursuant to sections 361 and 362(d) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 4001(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Court finds that the Debtor and FCB have agreed to the terms of this Agreed Order, and that proper notice has been given to all parties required by the Bankruptcy Code and Bankruptcy Rules, that no objections to the Motion or to the Agreed Order have been filed, and that the entry of this Agreed Order is in the best interest of the Debtors, their bankruptcy estates and all interested parties.

ACCORDINGLY, it is hereby **ORDERED** that:

1. The Motion is **GRANTED**.
2. The Debtors shall provide to FCB adequate protection payments in the amount of \$15,000 per month (the “Adequate Protection Payment”) beginning on April 25, 2023 and continuing monthly thereafter on the 25th of each subsequent month until further agreement of the Debtors and FCB or subsequent order of the Court. The Adequate Protection Payments shall be applied to the FCB indebtedness in accordance with the applicable loan documents.
3. This Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

End of Order

AGREED AS TO SUBSTANCE AND FORM:

/s/ Lynda L. Lankford

Jeff P. Prostok
State Bar No. 16352500
Lynda L. Lankford
State Bar No. 11935020
Dylan T.F. Ross
State Bar No. 24104435
FORSHEY & PROSTOK, L.L.P.
777 Main Street, Suite 1550
Fort Worth, Texas 76102
Phone: (817) 877-8855
Fax: (817) 877-4151
jprostok@forsheyprostok.com
llankford@forsheyprostok.com
dross@forsheyprostok.com

ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

and

/s/ C. Jared Knight

C. Jared Knight
State Bar No. 00794107
Bailey Hartman
State Bar No. 24125916
Cathy B. Miller
State Bar No. 00790317
MORGAN WILLIAMSON, L.L.P.
701 S. Taylor, Suite 324
Amarillo, TX 79101
(806) 358-8116 Telephone
(806) 350-7642 Fax
jknight@mw-law.com
bbartman@mw-law.com
cmiller@mw-law.com

ATTORNEYS FOR FIRSTCAPITAL BANK OF TEXAS, N.A.